

**Estimated Hearing Date:** September 21, 2022, at 9:30 am (AST)

or as otherwise ordered by the Court

**Objection Deadline:** July 25, 2022 at 4:00 p.m. (AST) (for parties other than the Fee Examiner)

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.<sup>1</sup>

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**SUMMARY OF THE FOURTEENTH APPLICATION OF PHOENIX MANAGEMENT  
SERVICES, LLC, FINANCIAL ADVISOR TO THE MEDIATION TEAM, FOR ALLOWANCE  
OF COMPENSATION FOR SERVICES RENDERED  
FOR THE PERIOD OCTOBER 4, 2021 THROUGH JANUARY 30, 2022**

Name of Applicant:

Phoenix Management Services, LLC

Authorized to Provide

Professional Services to:

The Mediation Team appointed on June 23, 2017

Date of Retention:

August 21, 2017 (Effective August 4, 2017)  
[ECF No. 1100]

Period for which compensation  
and reimbursement is sought:

October 4, 2021 through January 30, 2022

Monthly Fee Statements subject to the request:

October 4 – October 31, 2021  
November 1 – November 28, 2021  
November 29 – December 31, 2021  
January 1 – January 30, 2022

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Amount of interim compensation sought as actual, reasonable, and necessary: \$5,819.30

Portion of interim compensation for services performed in Puerto Rico: \$0.00

Portion of interim compensation for services performed outside of Puerto Rico: \$5,819.30

Amount of interim expense reimbursement sought as actual, reasonable, and necessary: \$0

Are your fee or expense totals different from the sum of previously-served monthly statements? No

Blended rate in this application for all timekeepers: \$321.51

This is an *interim* application.

The total time expended for fee application preparation for the Thirteenth Interim & Fourteenth Interim Periods is approximately: 12.3 hours

The corresponding compensation requested is approximately: \$2,285.20

Prior Interim Fee Applications and Adjustments: \$3,014,211.73

Prior Interim or Monthly Fee Payments to Date: \$3,016,680.85<sup>2</sup>

Number of Professionals Included in this Application: 4

If applicable, number of professionals in this Application not included in a staffing plan approved by the client: N/A

If applicable, difference between fees budgeted and compensation sought for this period: N/A

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<sup>2</sup> Phoenix has provided to the relevant notice parties copies of four monthly fee statements covering the Fourteenth Interim Period (as defined below). Phoenix has received payment of \$797,784.70 for the periods covered in the First Interim Fee Application, \$499,813.81 for the periods covered in the Second Interim Fee Application, \$427,362.99 for the periods covered in the Third Interim Fee Application, \$245,824.77 for the periods covered in the Fourth Interim Fee Application, \$132,531.50 for the periods covered by the Fifth Interim Fee Application, \$93,154.20 for the periods covered in the Sixth Interim Fee Application, \$198,379.80 for the periods covered in the Seventh Interim Fee Application, \$210,130.87 for the periods covered in the Eighth Interim Fee Application, \$58,672.60 for the periods covered in the Ninth Application, \$49,579.40 for the periods covered in the Tenth Interim Fee Application, and \$79,905.69 for the periods covered in the Eleventh Interim Fee Application, \$144,597.80 for the periods covered in the Twelfth Fee Application, \$76,473.60 for the periods covered in the Thirteenth Fee Application and \$5,237.38 for the periods covered in the Fourteenth Fee Application. Although the objection periods dictated by relevant interim compensation orders (as defined below) have passed for all periods, Phoenix has not received payment for all fees and expenses set forth in the monthly fee statements. A summary of such statements for the Fourteenth Interim Period is included on the next pages.

Are any timekeeper's hourly rates higher than those charged and approved upon retention:

Yes. Rates increased as of January 6, 2020 and again as of February 1, 2021

**SUMMARY OF FOURTEENTH INTERIM PERIOD MONTHLY FEE STATEMENTS  
PROVIDED TO NOTICE PARTIES**

**Commonwealth of Puerto Rico**

DATE SUBMITTED	PERIOD COVERED	REQUESTED		APPROVED		Amount Paid
		FEES	EXPENSES	FEES 90%	EXPENSES	
11/11/2021	10/04/21- 10/31/21	\$ 1,002.60	\$ -	No	No	\$ 902.34
12/15/2021	11/01/21- 11/28/21	\$ 2,360.75	\$ -	No	No	\$ 2,124.68
2/14/2022	01/01/22- 01/30/22	\$ 1,621.80	\$ -	No	No	\$ 1,459.62
<b>Commonwealth Total</b>		<b>\$ 4,985.15</b>	<b>\$ -</b>			<b>\$ 4,486.64</b>

**PREPA**

DATE SUBMITTED	PERIOD COVERED	REQUESTED		APPROVED		Amount Paid
		FEES	EXPENSES	FEES 90%	EXPENSES	
11/11/2021	10/04/21- 10/31/21	\$ 149.80	\$ -	No	No	\$ 134.82
12/15/2021	11/01/21- 11/28/21	\$ 112.35	\$ -	No	No	\$ 101.12
1/13/2022	11/29/21- 12/31/21	\$ 572.00	\$ -	No	No	\$ 514.80
<b>PREPA Subtotal</b>		<b>\$ 834.15</b>	<b>\$ -</b>			<b>\$ 750.74</b>

**Totals by Monthly Fee Statement**

DATE SUBMITTED	PERIOD COVERED	REQUESTED		APPROVED		Amount Paid
		FEES	EXPENSES	FEES 90%	EXPENSES	
11/11/2021	10/04/21- 10/31/21	\$ 1,152.40	\$ -	No	No	\$ 1,037.16
12/15/2021	11/01/21- 11/28/21	\$ 2,473.10	\$ -	No	No	\$ 2,225.80
1/13/2022	11/29/21- 12/31/21	\$ 572.00	\$ -	No	No	\$ 514.80
2/14/2022	01/01/22- 01/30/22	\$ 1,621.80	\$ -	No	No	\$ 1,459.62
<b>TOTALS</b>		<b>\$ 5,819.30</b>	<b>\$ -</b>			<b>\$ 5,237.38</b>

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In re:

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THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*, (Jointly Administered)

Debtors.<sup>1</sup>

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**FOURTEENTH APPLICATION OF PHOENIX MANAGEMENT SERVICES, LLC,  
FINANCIAL ADVISOR TO THE MEDIATION TEAM, FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED  
FOR THE PERIOD OCTOBER 4, 2021 THROUGH JANUARY 30, 2022**

Phoenix Management Services, LLC (“Phoenix”), Financial Advisor to the Mediation Team appointed on June 23, 2017 in the above-captioned Title III cases (the “Title III Cases”), hereby submits this Fourteenth application (the “Fourteenth Application”) for an award of compensation for professional services rendered in the amount of \$5,819.30 for the application period from October 4, 2021 through January 30, 2022 (the “Fourteenth Interim Period”). Phoenix submits this Fourteenth Application pursuant to the Court’s *Order Authorizing the Employment and Payment of Phoenix Management Services, LLC, as Financial Advisor for Mediation Team* (the “Phoenix Retention Order”) [ECF No. 1100], which, among

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

other things, (i) authorizes and requires the Debtors to pay Phoenix amounts arising under its engagement, (ii) authorizes Phoenix to perform certain services for the mediation team appointed June 23, 2017 in the Title III Cases (the “Mediation Team”), (iii) entitles Phoenix to allowance and payment of compensation for its services and expenses as administrative expenses under section 503(b)(1) of Title 11, United States Code (the “Bankruptcy Code”), made applicable by section 301(a) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),<sup>2</sup> (iv) subjects Phoenix’s fees and expenses to review under section 316 of PROMESA, and (v) entitles Phoenix to interim compensation under the procedures set forth in PROMESA section 317, subject to certain exceptions. Phoenix has also endeavored to comply, to the extent possible, with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”);<sup>3</sup> Rule 2016-1 of the Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”);<sup>4</sup> guidance from Brady Williamson, the Fee Examiner appointed in the Title III Cases and the *Third Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Third Amended Interim Compensation Order”) [ECF No. 20546]. In support of the Application, Phoenix submits the Certification of Michael Jacoby, attached hereto as **Exhibit A**, and respectfully represents as follows:

### **Introduction**

1. Phoenix was retained by the Mediation Team, effective as of August 4, 2017, to provide services to the Mediation Team, as directed by the Mediation Team in support of its efforts facilitating the confidential mediation of issues arising in the Title III Cases and related proceedings.

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<sup>2</sup> PROMESA is codified at 48 U.S.C. §§ 2101–224.

<sup>3</sup> All Bankruptcy Rules referenced in this Application are made applicable to these Title III Cases pursuant to section 310 of PROMESA.

<sup>4</sup> The Local Rules are made applicable here by the Court’s *Order (A) Imposing and Rendering Applicable Local Bankruptcy Rules to These Title III Cases, (B) Authorizing Establishment of Certain Notice, Case Management, and Administrative Procedures, and (C) Granting Related Relief* [ECF No. 249].

On January 19, 2022, the appointment of the Mediation Team was terminated.

2. During the Fourteenth Interim Period, Phoenix performed a variety of services as directed by the Mediation Team, including reviewing plan changes and proposed plan changes, as well as, supporting the mediation team on bi weekly creditor calls.

3. Consistent with the Phoenix Retention Order, during the Fourteenth Interim Period, Phoenix provided the following services (collectively, the “Services”):

Among other services, assisted the Mediation Team with:

- Reviewing plan changes;
- Reviewing proposed plan changes,
- Supporting Mediation Team in bi-weekly creditor calls.

4. Phoenix’s work during the Fourteenth Interim Period was necessary for, and beneficial to, the Mediation Team to support its efforts in facilitating settlement negotiations pertaining to the Title III Cases and related proceedings, including reviewing plan changes and proposed plan changes, and supporting bi-weekly creditor calls; as well as, administrative engagement support.

5. Phoenix provided relevant notice parties with copies of its monthly fee statements for the periods of (i) October 4, 2021 through October 31, 2021, (ii) November 1, 2021 through November 28, 2021, (iii) November 29, 2021 through December 31, 2021, and (iv) January 1, 2022 through January 30, 2022.

### **Jurisdiction**

6. The United States District Court for the District of Puerto Rico (the “Court”) has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a).

7. Venue is proper in this jurisdiction pursuant to PROMESA section 307(a).

8. Phoenix makes this Fourteenth Application pursuant to the Phoenix Retention Order,

which incorporates PROMESA sections 316 and 317 and sections 105(a) and 503(b) of the Bankruptcy Code. Phoenix has also endeavored to comply, to the extent possible, with Bankruptcy Rule 2016, Local Rule 2016-1, the Third Amended Interim Compensation Order, and guidance from the Fee Examiner.

### **Background**

9. On June 30, 2016, the Financial Oversight and Management Board (the “Oversight Board”) was established under PROMESA section 101(b). On August 31, 2016, President Obama appointed the Oversight’s Board’s seven voting members.

10. Pursuant to PROMESA section 315, “[t]he Oversight Board in a case under this title is the representative of the debtor[s]” and “may take any action necessary on behalf of the debtor[s] to prosecute the cases[s] of the debtor[s], including filing a petition under section 304 of [PROMESA] . . . or otherwise generally submitting filings in relation to the case[s] with the court”.

11. On May 3, 2017, the Oversight Board filed a voluntary petition for relief for the Commonwealth under title III of PROMESA.

12. On May 5, 2017, the Oversight Board filed a voluntary petition for relief for the Puerto Rico Sales Tax Financing Corporation (“COFINA”) under title III of PROMESA.

13. On May 21, 2017, the Oversight Board filed voluntary petitions for relief for the Puerto Rico Highways and Transportation Authority (“HTA”) and the Employees Retirement System for the Commonwealth (“ERS”) under title III of PROMESA.

14. On June 29, 2017, the Oversight Board filed a voluntary petition for relief for the Puerto Rico Electric Power Authority (“PREPA”) under title III of PROMESA.

15. On September 27, 2019, the Oversight Board filed a voluntary petition for relief for the Puerto Rico Public Buildings Authority (“PBA”, and together with the Commonwealth, COFINA, HTA, ERS and PREPA, the “Debtors”) under Title III of PROMESA.

16. United States District Judge Laura Taylor Swain has been designated to serve as the presiding judge in the Title III Cases. The Title III Cases are administered jointly [ECF Nos. 242, 537, 1417, 8829].

17. On June 23, 2017, the Court entered an order appointing the Mediation Team to facilitate confidential settlement negotiations of any and all issues and proceedings arising in the Title III Cases and related proceedings [ECF No. 430]. On November 11, 2017, the Court entered an order appointing a new member of the Mediation Team [ECF No. 1849]. On January 19, 2022, the Court terminated the appointment of the Mediation Team [ECF No. 19833].

#### **Phoenix's Retention and Fee Request**

18. On August 4, 2017, the Mediation Team elected to employ Phoenix as its financial advisor.

19. On August 13, 2017, the Oversight Board filed an application requesting entry of an order authorizing, among other things, the employment and payment of Phoenix as the Mediation Team's financial advisor [ECF No. 1018] (the "Phoenix Retention Application").

20. On August 21, 2017, the Court entered the Phoenix Retention Order, a copy of which is attached hereto as **Exhibit B**. Pursuant to the Phoenix Retention Order, Phoenix is entitled to compensation for reasonable, actual, and necessary professional services rendered and reimbursement of expenses incurred in connection with the Title III Cases.

21. On December 15, 2017, Phoenix filed its First Interim Application for allowance of compensation for services rendered of \$774,101.00 and reimbursement of expenses of \$28,561.25 for the period August 4, 2017 through October 1, 2017.

22. On March 7, 2018, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered of \$770,482.25<sup>5</sup> and reimbursement of

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<sup>5</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the First

expenses of \$27,302.45 for the period August 4, 2017 through October 1, 2017.

23. On March 19, 2018, Phoenix filed its Second Interim Application for allowance of compensation for services rendered of \$484,698.50 and reimbursement of expenses of \$21,225.61 for the period October 2, 2017 through February 4, 2018.

24. On June 8, 2018, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered of \$479,160.35<sup>6</sup> and reimbursement of expenses of \$20,653.46 for the period October 2, 2017 through February 4, 2018.

25. On July 16, 2018, Phoenix filed its Third Interim Application for allowance of compensation for services rendered of \$411,040.50 and reimbursement of expenses of \$19,039.99 for the period February 5, 2018 through June 3, 2018.

26. On November 9, 2018, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered of \$408,694.00<sup>7</sup> and reimbursement of expenses of \$18,668.99 for the period February 5, 2018 through June 3, 2018.

27. On November 27, 2018, Phoenix filed its Fourth Interim Application for allowance of compensation for services rendered of \$241,810.50 and reimbursement of expenses of \$5,249.27 for the period June 4, 2018 through September 30, 2018.

28. On March 14, 2019, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered of \$240,575.50<sup>8</sup> and reimbursement of expenses of \$5,249.27 for the period June 4, 2018 through September 30, 2018.

29. On March 18, 2019, Phoenix filed its Fifth Interim Application for allowance of

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<sup>6</sup> Interim Period by \$3,618.75.

<sup>7</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Second Interim Period by \$5,538.15.

<sup>7</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Third Interim Period by \$2,346.50.

<sup>8</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Fourth Interim Period by \$1,235.00.

compensation for services rendered of \$132,756.50 for the period October 1, 2018 through February 3, 2019.

30. On June 26, 2019, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered in the amount of \$132,531.50<sup>9</sup> for the period October 1, 2018 through February 3, 2019.

31. On July 15, 2019, Phoenix filed its Sixth Interim Application for allowance of compensation for services rendered of \$91,366.00 and reimbursement of expenses of \$2,343.20 for the period February 4, 2019 through June 2, 2019.

32. On October 29, 2019, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered in the amount of \$90,811.00<sup>10</sup> and reimbursement of expenses of \$2,343.20 for the period February 4, 2019 through June 2, 2019.

33. On November 14, 2019, Phoenix filed its Seventh Interim Application for allowance of compensation for services rendered of \$193,489.00 and reimbursement of expenses of \$4,890.80 for the period June 3, 2019 through September 29, 2019.

34. On March 6, 2020, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered in the amount of \$193,489.00 and reimbursement of expenses of \$4,890.80 for the period June 3, 2019 through September 29, 2019.

35. On March 16, 2020, Phoenix filed its Eighth Interim Application for allowance of compensation for services rendered of \$205,735.70 and reimbursement of expenses of \$5,175.17 for the period September 30, 2019 through February 2, 2020.

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<sup>9</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Fifth Interim Period by \$225.00

<sup>10</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Sixth Interim Period by \$555.00

36. On July 13, 2020, Phoenix filed its Ninth Interim Application for allowance of compensation for services rendered of \$59,047.10 for the period of February 3, 2020 through May 31, 2020.

37. On July 24, 2020, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered in the amount of \$204,955.70<sup>11</sup> and reimbursement of expenses of \$5,175.17 for the period September 30, 2019 through February 2, 2020.

38. On October 26, 2020, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered in the amount of \$58,672.60<sup>12</sup> for the period February 3, 2020 through May 31, 2020.

39. On November 16, 2020, Phoenix filed its Tenth Interim Application for allowance of compensation for services rendered of \$49,579.40 for the period of June 1, 2020 through October 4, 2020.

40. On March 8, 2021, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered in the amount of \$49,579.40 for the period of June 1, 2020 through October 4, 2020.

41. On March 12, 2021, Phoenix filed its Eleventh Interim Application for allowance of compensation for services rendered of \$80,368.85 for the period of October 5, 2020 through January 31, 2021.

42. On July 15<sup>th</sup> 2021, Phoenix filed its Twelfth Interim Application for allowance of compensation for services rendered of \$145,148.35 for the period February 1, 2021 through May

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<sup>11</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Eighth Interim Period by \$780.00.

<sup>12</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Ninth Interim Period by \$374.50.

30, 2021.

43. On August 3, 2021, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered in the amount of \$79,905.69<sup>13</sup> for the period of October 5, 2020 through January 31, 2021.

44. On October 4, 2021, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered in the amount of \$144,597.80<sup>14</sup> for the period February 1, 2021 through May 30, 2021.

45. On November 15, 2021, Phoenix filed its Thirteenth Interim Application and allowance of compensation for services rendered of \$77,674.80 for the period May 31, 2021 through October 3, 2021.

46. On January 28, 2022, the Court entered an Omnibus Order awarding Phoenix interim allowance of compensation for services rendered in the amount of \$76,473.60 for the period May 31, 2021 through October 3, 2021.<sup>15</sup>

47. Phoenix's fees are based upon hours charged, recorded in tenth of an hour increments, at Phoenix's ordinary and customary hourly rates in effect at the time of its retention, plus reimbursement of actual, necessary out-of-pocket expenses and other charges incurred by Phoenix on behalf of the Mediation Team. Phoenix adjusts its rates annually at the start of each calendar year. The rates set forth herein are consistent with rates charged to other clients, including outside of bankruptcy.

48. **Exhibit C** to this Application contains a schedule setting forth all Phoenix professionals and staff who have performed services in the Title III Cases during the Fourteenth

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<sup>13</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Eleventh Interim Period by \$463.16.

<sup>14</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Twelfth Interim Period by \$550.55.

<sup>15</sup> By agreement, the Fee Examiner reduced the allowance of compensation for services rendered by Phoenix during the Thirteenth Interim Period by \$1,201.20.

Interim Period, the capacity in which each individual is employed by Phoenix, the hourly billing rates charged for services performed by such individual, and the aggregate number of hours expended in this engagement and the amount of fees billed.

49. By this Fourteenth Application, Phoenix seeks allowance and compensation in the amount of \$5,819.30. Phoenix has been paid for a portion of services performed during the Fourteenth Interim Period as noted above.

50. Of the compensation requested, \$0.00 is for work performed in Puerto Rico and \$5,819.30 is for work performed outside of Puerto Rico.

51. This is Phoenix's fourteenth request for compensation in the Title III Cases. All of the services for which Phoenix requests compensation were performed at the direction or instruction of the Mediation Team and for or on behalf of the Mediation Team in connection with the Title III Cases and related proceedings and in the discharge of Phoenix's professional responsibilities as Financial Advisor to the Mediation Team.

52. Phoenix has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in connection with matters covered by this Fourteenth Application.

53. No agreement or understanding exists between Phoenix and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with the Title III Cases and related proceedings.

54. Phoenix has taken reasonable steps to avoid duplication of services by Phoenix's professionals.

#### **Fees Incurred During the Fourteenth Interim Period**

55. During the Fourteenth Interim Period, Phoenix provided important professional services to the Mediation Team in connection with the Title III Cases and related proceedings.

Services rendered by each professional and staff member during the Fourteenth Interim Period, and a summary of the time incurred by project code, is attached hereto as **Exhibit D**. Phoenix's detailed time entries for time billed during the Fourteenth Interim Period are included as **Exhibit E**. The detailed time entries have been redacted in order to preserve, to the greatest extent possible, the confidentiality of the mediation process. Phoenix has agreed to provide unredacted copies of its detailed time entries to the fee examiner appointed in the Title III Cases, on the condition that the time records be kept confidential.

56. The total number of hours expended by Phoenix professionals and staff in performing professional services for the Mediation Team during the Fourteenth Interim Period was 18.10 hours. Below is a summary of fees incurred and hours worked during the Fourteenth Interim Period for which compensation is sought on an hourly basis in this Fourteenth Application:

Professional	Position Title	Hourly Billing Rate	Total Billed Hours Outside of Puerto Rico	Total Compensation Work Performed Outside of Puerto Rico
Brian Gleason	Senior Managing Director	\$ 715.00	4.00	\$ 2,860.00
Michael Jacoby	Senior Managing Director	\$ 715.00	0.40	\$ 286.00
Eliana Lopez	Vice President	\$ 374.50	1.80	\$ 674.10
Stacey Miller	Office/Billing Manager	\$ 168.00	11.90	\$ 1,999.20
<b>TOTALS</b>			<b>18.10</b>	<b>\$ 5,819.30</b>
Blended Rate		\$ 321.51		

#### **Summary of Services Provided During the Fourteenth Interim Period**

57. In consultation with the Mediation Team, and later the Fee Examiner, Phoenix established project task code categories (each, a "Task Code") for keeping time records of the work performed for the Mediation Team. The following is a summary, by Task Code, of the professional services provided by Phoenix during the Fourteenth Interim Period.

#### ***Fee Applications (12.30 hours)***

Time in this Task Code primarily includes work preparing and reviewing the monthly fee statements for October 4, 2021 through January 30, 2022, work preparing the Thirteenth Interim and Fourteenth Fee Applications, and communication regarding status and timing of payment.

***Communication – Mediation Team (1.80 hours)***

Time in this Task Code primarily includes meetings, discussions, and conference calls with members of the Mediation Team regarding a wide variety of mediation-related matters.

***Communication – Parties in Interest (1.20 hours)***

Time in this Task Code primarily includes meetings and phone calls with representatives, financial advisors and counsel to parties involved in the mediation process. These communications provided Phoenix (and, in turn, the Mediation Team) with valuable background information, an understanding of the circumstances and positions of the various parties, and the evolution of their respective views of the fiscal plans and potential debt restructuring alternatives. As part of these communications, Phoenix assisted with the information flow amongst the parties and the Mediation Team.

***Communication – Phoenix Team (1.60 hours)***

Time in this Task Code primarily includes work by Phoenix professionals organizing and coordinating our efforts, providing updates on individual conversations and activities, developing and refining our work streams, and developing strategies regarding sequencing of work and communications with parties of interest.

***Mediation Sessions – Prep/Attend/Follow up (0.30 hours)***

Time in this Task Code primarily includes time spent preparing for mediation sessions with parties in interest, participating in mediation sessions with parties in interest, reviewing and consolidating questions posed by the parties, assisting the financial advisors in preparing for various mediation sessions, leading and attending mediation sessions, and coordinating answers and follow-up to questions and information requests from parties.

***Review/Analysis of Documents and Info (0.90 hours)***

Time in this Task Code primarily includes reviewing and analyzing information provided by parties in interest or otherwise obtained by Phoenix regarding fiscal plans, potential debt restructurings, and other documents and analysis regarding macroeconomic factors and other mediation issues.

**Compensation Requested**

58. The services for which Phoenix seeks compensation in this Fourteenth Application were, at the time provided, necessary for and beneficial to the Mediation Team. Phoenix performed these services economically, effectively, and efficiently, and they benefited the Mediation Team. Phoenix submits that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Mediation Team. Accordingly, Phoenix submits the compensation sought in this Fourteenth Application is warranted and should be approved.

**(A) Compensation Under Sections 316 and 317 of PROMESA**

59. Section 317 of PROMESA authorizes interim compensation of professionals and incorporates the substantive standards of section 316 of PROMESA to govern the Court's award of interim compensation. Section 316 of PROMESA provides that a court may award a professional employed under section 1103 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered," and "reimbursement for actual, necessary expenses." 48 U.S.C. § 2176(a)(1), (2). Section 316(c) sets forth the criteria for such an award:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (1) the time spent on such services;
- (2) the rates charged for such services;
- (3) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this chapter;

(4) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(5) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the restructuring field; and

(6) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this subchapter or Title 11.

48 U.S.C. § 2176(c).

60. As analyzed below, Phoenix submits the elements governing awards of compensation under PROMESA justify the allowance requested.

**1. The Time and Labor Required**

61. During the Fourteenth Interim Period, Phoenix professionals and staff spent 18.10 hours providing professional services to the Mediation Team for which Phoenix seeks compensation on an hourly basis. Phoenix coordinated its efforts to prevent duplication of efforts and thereby not spend more time than required. Phoenix required this amount of time to advise the Mediation Team with respect to Fiscal Plan and mediation-related issues.

**2. The Rates Charged for Such Services**

62. During the Fourteenth Interim Period, Phoenix's hourly billing rates (as adjusted on February 1, 2021) ranged from \$168.00 to \$715.00. Based on the recorded hours expended by Phoenix's professionals and staff, the average hourly billing rate for Phoenix's services was \$321.51.

63. Phoenix's hourly rates are set at a level designed to compensate Phoenix fairly for the work of its professionals and staff and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

64. The hourly rates and corresponding rate structure that Phoenix charges in these cases are equivalent to the hourly rates and corresponding rate structure that Phoenix charges for similar matters, whether in court or otherwise, regardless of whether a fee application is required.

65. In accordance with the *Order Imposing Additional Presumptive Standards: Rate Increases and the Retention of Expert Witnesses or other Sub-Retained Professionals* [ECF No. 7678], on November 22, 2019, Phoenix filed proposed billing rate increases effective January 6, 2020 as per the table below and with the required written approval from the Mediation Team Leader, Judge Barbara J. Houser. No response was filed by any party to the proposed rate increases, and Phoenix therefore implemented the rate increases effective January 6, 2020.

**Phoenix Management Services, LLC Proposed January 6, 2020 Billing Rate Increases**

		Pre- January 6, 2020 Hourly Rate	Post- January 6, 2020 Hourly Rate	Percentage Increase
Brian Gleason	Senior Managing Director	\$ 650.00	\$ 682.50	5.00%
Michael Jacoby	Senior Managing Director	\$ 650.00	\$ 682.50	5.00%
Joe Nappi	Senior Managing Director	\$ 500.00	\$ 525.00	5.00%
Bayard Hollingsworth	Managing Director	\$ 450.00	\$ 472.50	5.00%
Michael Gaul	Sr. Director	\$ 450.00	\$ 472.50	5.00%
Patrick Bellot	Vice President	\$ 350.00	\$ 374.50	7.00%
Jenna Birkhold	Associate	\$ 275.00	\$ 294.25	7.00%
Sean C. Rieder	Sr. Analyst	\$ 190.00	\$ 203.30	7.00%
Dianne Lomonaco	Vice President	\$ 150.00	\$ 157.50	5.00%
Stacey Miller	Office/Billing Manager	\$ 150.00	\$ 160.50	7.00%

66. In accordance with the *Order Imposing Additional Presumptive Standards: Rate Increases and the Retention of Expert Witnesses or other Sub-Retained Professionals* [ECF No. 7678], on January 11, 2021, Phoenix filed a second proposed billing rate increase effective February 1, 2021 as per the table below and with the required written approval from the Mediation Team Leader, Judge Barbara J. Houser. No response was filed by any party to the proposed rate increases, and Phoenix therefore implemented the rate increases effective February 1, 2021.

**Phoenix Management Services, LLC Proposed February 1, 2021 Billing Rate Increases**

		<b>Pre- February 1, 2021 Hourly Rate</b>	<b>Post -February 1, 2021 Hourly Rate</b>	<b>Percentage Increase</b>
Brian Gleason	Senior Managing Director	\$ 682.50	\$ 715.00	4.76%
Michael Jacoby	Senior Managing Director	\$ 682.50	\$ 715.00	4.76%
Joe Nappi	Senior Managing Director	\$ 525.00	\$ 551.00	4.95%
Bayard Hollingsworth	Managing Director	\$ 472.50	\$ 495.00	4.76%
Michael Gaul	Sr. Director	\$ 472.50	\$ 495.00	4.76%
Patrick Bellot	Director	\$ 374.50	\$ 390.00	4.14%
Eliana Lopez	Vice President	\$ 374.50	\$ 374.50	0.00%
Sean C. Rieder	Sr. Analyst	\$ 203.30	\$ 213.00	4.77%
Dianne Lomonaco	Vice President	\$ 157.50	\$ 165.00	4.76%
Stacey Miller	Office/Billing Manager	\$ 160.50	\$ 168.00	4.67%

**3. The Necessity of the Services and the Benefit to the Debtors**

67. As described herein, the services rendered by Phoenix were necessary to assist the Mediation Team in its efforts to facilitate negotiated settlements in the Title III Cases and related proceedings. All of those services directly benefitted the Mediation Team.

**4. The Reasonableness of the Time Spent, Based on the Complexity, Importance, Nature of the Issues**

68. Phoenix was required to absorb a significant amount of information in an extremely short period of time in order to prepare for mediation sessions and meetings. Phoenix devoted the appropriate number and level of resources to accomplish the tasks requested by the Mediation Team in the requested timeframe. The compensation requested is reasonable in light of the requested tasks and the services rendered.

**5. The Experience, Reputation, and Ability of the Professionals Providing Services**

69. Phoenix professionals have achieved a high degree of expertise and strong reputations in their fields. Phoenix's professionals have extensive experience, knowledge and resources in the areas of municipal restructurings, financial forecasting, operational and financial

turnarounds, and negotiations in complex situations with numerous constituents.

## **6. Customary Compensation**

70. The work for which Phoenix seeks compensation in this Fourteenth Application is of the type and nature for which Phoenix customarily would seek compensation at the rates identified in this Fourteenth Application. In addition, the compensation Phoenix seeks in this Fourteenth Application is comparable to the compensation it would have sought for comparable work outside of a chapter 11 case.

71. Phoenix submits that the compensation requested is reasonable under all the factors considered under sections 316 and 317 of PROMESA and that the factors justify the allowance in full of Phoenix's compensation and reimbursement request.

72. In view of the foregoing, Phoenix respectfully requests that it be allowed interim compensation in the amount of \$5,819.30 for services rendered during the Fourteenth Interim Period.

### **Statement By Phoenix Under ¶ C(5) of the UST Guidelines**

73. This engagement does not involve variations from Phoenix's standard and customary billing rates.

74. None of the professionals included in this Fourteenth Application varied their hourly rate based on the geographic location of the Title III Cases.

75. The Fourteenth Application includes time (12.3 hours) and fees (\$2,285.20) related to reviewing and revising time records or preparing, reviewing, or revising invoices for the thirteenth and fourteenth fee applications.

76. The hourly rates specified in the Phoenix Retention Application were effective January 1, 2017. The Phoenix Retention Application provides that Phoenix's scheduled hourly rates are periodically adjusted, generally at the beginning of a calendar year.

77. In accordance with the *Order Imposing Additional Presumptive Standards: Rate Increases and the Retention of Expert Witnesses or other Sub-Retained Professionals* [ECF No. 7678], on November 22, 2019, Phoenix filed proposed billing rate increases effective January 6, 2020 and February 1, 2021, to which no party filed an objection.

**RESERVATION OF RIGHTS AND NOTICE**

78. It is possible that some professional time expended or expenses incurred during the Fourteenth Interim Period are not reflected in the Fourteenth Application. Phoenix reserves the right to include such amounts in future fee applications.

79. Consistent with the Third Amended Interim Compensation Order, notice of this Fourteenth Application will be provided to: (a) the U.S. Trustee; (b) counsel to the Oversight Board; (c) counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority; (d) counsel to the official committees appointed in the Title III Cases; (e) the Puerto Rico Department of Treasury (f) counsel to the Fee Examiner; and (g) all parties that have filed a notice of appearance with the Clerk of this Court, pursuant to Bankruptcy Rule 2002 and applicable provisions of the Local Rules, and requested such notice. A copy of this Fourteenth Application, along with relevant supporting data, has also been provided to counsel to the Fee Examiner.

**No Prior Request**

80. No prior application for the relief requested by this Fourteenth Application has been made to this or any other court.

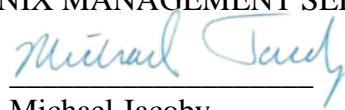
81. WHEREFORE, Phoenix respectfully requests that the Court enter an order: (a) awarding Phoenix compensation for professional services provided during the Fourteenth Interim Period in the amount of \$5,819.30; and (b) granting such other relief as is appropriate under the circumstances.

Dated: June 29, 2022

Respectfully submitted,

PHOENIX MANAGEMENT SERVICES, LLC

By:



Michael Jacoby  
110 Commons Court  
Chadds Ford, PA 19317-9716  
Telephone: 484 841-6808  
Email: [mjacoby@phoenixmanagement.com](mailto:mjacoby@phoenixmanagement.com)

**Exhibit A**

Certification of Michael Jacoby

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

-----X

In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.<sup>1</sup>

-----X

**VERIFIED CERTIFICATION OF MICHAEL JACOBY IN SUPPORT OF  
THE FOURTEENTH APPLICATION OF PHOENIX MANAGEMENT  
SERVICES, LLC FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AS FINANCIAL ADVISORS TO THE MEDIATION TEAM  
FOR THE PERIOD OCTOBER 4, 2021 THROUGH JANUARY 30, 2022**

I, Michael Jacoby, have the responsibility for ensuring that the *Fourteenth Application of Phoenix Management Services, LLC, for Allowance of Compensation for Services Rendered As Financial Advisors to the Mediation Team From October 4, 2021 through January 30, 2022* (the “Application”) complies with the applicable provisions of the Phoenix Retention Order,<sup>2</sup> PROMESA, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Third Amended Interim Compensation Order, and other applicable authorities. I hereby certify the following:

1. I am a Senior Managing Director in the firm of Phoenix Management Services, LLC

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747; and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

<sup>2</sup> All capitalized terms have the meaning provided in the Application unless otherwise defined herein.

(“Phoenix”).

2. I am one of the lead professionals from Phoenix advising the Mediation Team in connection with the above-captioned Title III Cases and related proceedings. I am authorized to submit this certification in support of the Application. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

3. I have read the Application. The statements contained in the Application are true and correct according to the best of my knowledge, information, and belief.

4. To the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under the Phoenix Retention Order, PROMESA, the Bankruptcy Rules, the Local Rules, and other orders of this Court.

5. The fees and disbursements sought in the Application are billed at rates Phoenix employs and other Phoenix clients accept in matters of this nature.

6. None of the professionals seeking compensation varied their hourly rate based on their geographic location.

7. The Fourteenth Application includes time (12.3 hours) and fees (\$2,285.20) related to reviewing and revising time records or preparing, reviewing, or revising invoices for the thirteenth and fourteenth fee applications.

8. Phoenix does not make a profit on costs or expenses for which it seeks reimbursement, whether the service is performed by Phoenix in-house or through a third party.

9. No agreement or understanding exists between Phoenix and any other person for the sharing of compensation to be received in connection with the above cases except as authorized by PROMESA, the Bankruptcy Rules, and the Local Rules.

All services for which Phoenix seeks compensation were professional services rendered to the Mediation Team and not on behalf of any other person.

I certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief formed after reasonable inquiry.

Executed on June 29, 2022.

  
\_\_\_\_\_  
Michael Jacoby

**Exhibit B**

Order Authorizing Employment and Payment of Phoenix Management Services, LLC,  
as Financial Advisor for Mediation Team [ECF No. 1100]

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

-----X-----

In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*, (Jointly Administered)  
Debtors.<sup>1</sup>

-----X-----

In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 4780-LTS<sup>3</sup>

PUERTO RICO ELECTRIC POWER AUTHORITY  
(PREPA),

Debtor.<sup>2</sup>

-----X-----

**ORDER AUTHORIZING EMPLOYMENT AND PAYMENT OF  
PHOENIX MANAGEMENT SERVICES, LLC, AS FINANCIAL ADVISOR FOR MEDIATION TEAM**

Upon the *Application of Oversight Board for Entry of Order Authorizing Employment and Payment of Phoenix Management Services, LLC as Financial Advisor for Mediation Team* (the

<sup>1</sup> The Debtors in these title III cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

<sup>2</sup> The last four (4) digits of PREPA's federal tax identification number are 3747.

<sup>3</sup> The PREPA title III case is not jointly administered with the Commonwealth of Puerto Rico, *et al.* title III cases jointly administered under No. 17 BK 3283-LTS. This Application is filed both in the PREPA title III case and the Commonwealth of Puerto Rico, *et al.* title III cases.

“Application”);<sup>4</sup> and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the relief requested in the Application is in the best interests of the Debtors, their creditors, and other parties in interest; and the Court having found that the Oversight Board provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and the Kopacz Declaration and having determined that the legal and factual bases set forth in the Application, including the absence of other costs associated with the Mediation Team’s service establish just cause for the relief granted herein; and no objections to the relief requested herein having been asserted; and upon the record herein, after due deliberation thereon, the Court having found that good and sufficient cause exists for the granting of the relief as set forth herein,

**THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized and required to pay Phoenix as financial advisor for the Mediation Team effective *nunc pro tunc* to August 4, 2017, all amounts arising under Phoenix’s engagement, and Phoenix is authorized and directed to perform the Services.
3. In connection with performing the Services, Phoenix is authorized to take direction from the Mediation Team.
4. Phoenix shall be entitled to allowance and payment of compensation for professional services rendered and reimbursement of expenses incurred pursuant to the terms of

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<sup>4</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

the Application and its engagement as an administrative expense pursuant to Bankruptcy Code section 503(b)(1), made applicable by PROMESA section 301(a).

5. Phoenix's fees and expenses shall be subject to review and allowance by the Court under the procedures and standards applicable to fees and expenses of professional persons under PROMESA section 316. Phoenix shall be entitled to seek interim compensation under the procedures set forth in PROMESA section 317, and shall be subject to any interim compensation orders entered by the Court, except that any objection to the allocation of Phoenix's fees and expenses or the reasonableness of those fees and expenses shall be raised in the first instance with the Mediation Team Leader.<sup>5</sup>

6. Phoenix will maintain records of time and expenses on a Debtor-specific basis. Phoenix's allowed fees and expenses shall be paid by, and allocated among, the Commonwealth and its instrumentalities that are, at the time the fees and expenses are incurred, debtors under title III of PROMESA. Under no circumstances shall the Mediation Team or any Mediator be responsible for payment of Phoenix's fees and expenses.

7. Phoenix shall be entitled to indemnification and exclusion from subpoena and legal proceedings in same manner and to the same extent as are the Mediators.

8. In the event of any inconsistency between this Order and the Application, this Order shall govern.

9. Nothing herein is intended to, shall constitute, or shall be deemed to constitute Debtors' or the Oversight Board's consent, pursuant to PROMESA section 305, to this Court's interference with (a) any of the political or governmental powers of the Debtors, (b) any of the

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<sup>5</sup> In the event no agreement is reached regarding the allocation of Phoenix's fees and expenses or the reasonableness of those fees and expenses, those objections may be filed with the Court in accordance with any interim compensation order entered by the Court.

property or revenues of the Debtors, or (c) the use or enjoyment of the Debtors of any income-producing property.

10. Notwithstanding any applicability of any Federal Rule of Bankruptcy Procedure, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. Phoenix, the Mediation Team, and the Oversight Board, as the Debtors' representative, are authorized to take all actions, and to execute all documents, necessary or appropriate, to effectuate the relief granted in this order in accordance with the Application.

12. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

13. This Order resolves Docket Entry No. 1018 in Case No. 17-3283 and Docket Entry No. 229 in Case No. 17-4780.

Dated: August 21, 2017

/s/ Laura Taylor Swain  
LAURA TAYLOR SWAIN  
United States District Judge

**Exhibit C**

**SUMMARY OF FEES INCURRED DURING THE  
FOURTEENTH INTERIM PERIOD, BY PROFESSIONAL**

**Commonwealth of Puerto Rico**

<b>Professional</b>	<b>Position Title</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brian Gleason	Senior Managing Director	\$ 715.00	3.20	\$ 2,288.00
Michael Jacoby	Senior Managing Director	\$ 715.00	0.40	\$ 286.00
Eliana Lopez	Vice President	\$ 374.50	1.10	\$ 411.95
Stacey Miller	Office/Billing Manager	\$ 168.00	11.90	\$ 1,999.20
<b>Commonwealth Total</b>			<b>16.60</b>	<b>\$ 4,985.15</b>

**PREPA**

<b>Professional</b>	<b>Position Title</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brian Gleason	Senior Managing Director	\$ 715.00	0.80	\$ 572.00
Eliana Lopez	Vice President	\$ 374.50	0.70	\$ 262.15
<b>PREPA Subtotal</b>			<b>1.50</b>	<b>834.15</b>

**TOTALS**

<b>Professional</b>	<b>Position Title</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours Outside of Puerto Rico</b>	<b>Total Compensation Work Performed Outside of Puerto Rico</b>
Brian Gleason	Senior Managing Director	\$ 715.00	4.00	\$ 2,860.00
Michael Jacoby	Senior Managing Director	\$ 715.00	0.40	\$ 286.00
Eliana Lopez	Vice President	\$ 374.50	1.80	\$ 674.10
Stacey Miller	Office/Billing Manager	\$ 168.00	11.90	\$ 1,999.20
<b>TOTALS</b>			<b>18.10</b>	<b>\$ 5,819.30</b>
Blended Rate		\$ 321.51		

**Exhibit D**

**SUMMARY OF FEES INCURRED DURING THE FOURTEENTH INTERIM PERIOD  
BY PROJECT CATEGORY**

**Commonwealth of Puerto Rico**

Matter Description	Total Billed Hours Outside of Puerto Rico	Total Fees Requested Outside of Puerto Rico
Fee Applications	12.3	\$ 2,285.20
Communication - Mediation Team	1.8	\$ 1,287.00
Communication - Phoenix Team	1.6	\$ 871.60
Review/Analysis of Documents and Info	0.9	\$ 541.35
<b>Commonwealth Total</b>	<b>16.60</b>	<b>\$ 4,985.15</b>

**PREPA**

Matter Description	Total Billed Hours	Total Fees Requested
Communication - Parties in Interest	1.20	\$ 721.80
Mediation Sessions - Prep/Attend/Follow up	0.30	\$ 112.35
<b>PREPA Subtotal</b>	<b>1.50</b>	<b>\$ 834.15</b>

**TOTALS**

Matter Description	Total Billed Hours Outside of Puerto Rico	Performed Outside of Puerto Rico Total Compensation
Fee Applications	12.30	2,285.20
Communication - Mediation Team	1.80	1,287.00
Communication - Parties in Interest	1.20	721.80
Communication - Phoenix Team	1.60	871.60
Mediation Sessions - Prep/Attend/Follow up	0.30	112.35
Review/Analysis of Documents and Info	0.90	541.35
<b>Totals</b>	<b>18.10</b>	<b>\$ 5,819.30</b>

**Exhibit E**

Detailed Time Records<sup>1</sup>

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<sup>1</sup> As discussed in the body of the Application, Phoenix has redacted its time records in order to preserve, to the greatest extent possible, the confidentiality of the mediation process. Phoenix has agreed to provide unredacted copies of its fee statements to the fee examiner appointed in the Title III Cases, on the condition that the time records be kept confidential.

**Phoenix Management**

110 Commons Court  
Chadds Ford, PA 19317-9716  
Tel: 610-358-4700 Fax: 610-358-9377

Printed on: 11/5/2021

Page 1 of 1

## Filters Used:

- Time Entry Date: 10/4/2021 to 10/31/2021
- Project ID: Project March :I to Project March :I

\* = Invoiced (mouse over for #), = Marked as Billed, = Non-Billable, x = Xtra

**Project ID - Name (Manager): Project March :I - Mediation Team for PR: Project March: I (Michael Jacoby)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
<u><b>Administration - Fee Application</b></u>							
<u><b>S Miller</b></u>							
Fri	10/8/2021	S Miller	Administration - Fee Application	0.20	0.20	\$33.60	
			Begin preparing for 13th fee application				
Wed	10/13/2021	S Miller	Administration - Fee Application	0.60	0.60	\$100.80	
			Prepare 13th Interim Fee Application				
				<b>S Miller Total:</b>	<u>0.80</u>	<u>0.80</u>	<u>\$134.40</u>
				<b>Administration - Fee Application Total:</b>	<u>0.80</u>	<u>0.80</u>	<u>\$134.40</u>
<u><b>Communication - Phoenix Team</b></u>							
<u><b>B Gleason</b></u>							
Tues	10/12/2021	B Gleason	Communication - Phoenix Team	0.30	0.30	\$214.50	
			Call with E Lopez to review [REDACTED] [REDACTED] status updates.				
				<b>B Gleason Total:</b>	<u>0.30</u>	<u>0.30</u>	<u>\$214.50</u>
<u><b>E Lopez</b></u>							
Tues	10/12/2021	E Lopez	Communication - Phoenix Team	0.30	0.30	\$112.35	
			Call with B. Gleason to review [REDACTED] [REDACTED] status updates.				
				<b>E Lopez Total:</b>	<u>0.30</u>	<u>0.30</u>	<u>\$112.35</u>
				<b>Communication - Phoenix Team Total:</b>	<u>0.60</u>	<u>0.60</u>	<u>\$326.85</u>
<u><b>Review/Analysis of Documents and Info</b></u>							
<u><b>B Gleason</b></u>							
Thur	10/28/2021	B Gleason	Review/Analysis of Documents and Info	0.60	0.60	\$429.00	
			Review press release and supporting information regarding [REDACTED] for mediation planning.				
				<b>B Gleason Total:</b>	<u>0.60</u>	<u>0.60</u>	<u>\$429.00</u>
<u><b>E Lopez</b></u>							
Thur	10/14/2021	E Lopez	Review/Analysis of Documents and Info	0.30	0.30	\$112.35	
			Review of [REDACTED] A announcement [REDACTED] [REDACTED]				
				<b>E Lopez Total:</b>	<u>0.30</u>	<u>0.30</u>	<u>\$112.35</u>
				<b>Review/Analysis of Documents and Info Total:</b>	<u>0.90</u>	<u>0.90</u>	<u>\$541.35</u>
				<b>Project Project March :I Total:</b>	<u>2.30</u>	<u>2.30</u>	<u>\$1,002.60</u>
				<b>Grand Total:</b>	<u>2.30</u>	<u>2.30</u>	<u>\$1,002.60</u>

**Phoenix Management**

110 Commons Court  
 Chadds Ford, PA 19317-9716  
 Tel: 610-358-4700 Fax: 610-358-9377

Printed on: 11/5/2021  
 Page 1 of 1

## Filters Used:

- Time Entry Date: 10/4/2021 to 10/31/2021
- Project ID: PREPA I to PREPA I

\* = Invoiced (mouse over for #), = Marked as Billed, = Non-Billable, = Xtra

**Project ID - Name (Manager): PREPA I - Mediation Team for PR: PREPA I (Michael Jacoby)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
<i>Communication - Parties in Interest</i>							
<i>E Lopez</i>							
Fri	10/15/2021	E Lopez	Communication - Parties in Interest	0.40	0.40	\$149.80	
			Bi weekly [REDACTED] call with Judge				
			Houser & [REDACTED] to review				
			[REDACTED] and [REDACTED].				
			<b>E Lopez Total:</b>	<u>0.40</u>	<u>0.40</u>	<u>\$149.80</u>	
			<b>Communication - Parties in Interest Total:</b>	<u>0.40</u>	<u>0.40</u>	<u>\$149.80</u>	
			<b>Project PREPA I: Total:</b>	<u>0.40</u>	<u>0.40</u>	<u>\$149.80</u>	
			<b>Grand Total:</b>	<u>0.40</u>	<u>0.40</u>	<u>\$149.80</u>	

**Phoenix Management**

110 Commons Court  
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Printed on: 12/1/2021  
 Page 1 of 2

## Filters Used:

- Time Entry Date: 11/1/2021 to 11/28/2021
- Project ID: Project March :I to Project March :I

\* = Invoiced (mouse over for #), = Marked as Billed, = Non-Billable, = Xtra

**Project ID - Name (Manager): Project March :I - Mediation Team for PR: Project March: I (Michael Jacoby)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
<b>Administration - Fee Application</b>							
<u>M Jacoby</u>							
Tues	11/9/2021	M Jacoby	Administration - Fee Application	0.20	0.20	\$143.00	
			Review Oct Fee Statement				
Mon	11/15/2021	M Jacoby	Administration - Fee Application	0.20	0.20	\$143.00	
			Finalize 13th Interim Fee Application				
				<b>M Jacoby Total:</b>	<u>0.40</u>	<u>0.40</u>	<u>\$286.00</u>
<u>S Miller</u>							
Wed	11/3/2021	S Miller	Administration - Fee Application	3.60	3.60	\$604.80	
			Prepare 13th Interim Fee Application				
Fri	11/5/2021	S Miller	Administration - Fee Application	0.40	0.40	\$67.20	
			Edits to the 13th Interim Fee Application				
				<b>S Miller Total:</b>	<u>4.00</u>	<u>4.00</u>	<u>\$672.00</u>
				<b>Administration - Fee Application Total:</b>	<u>4.40</u>	<u>4.40</u>	<u>\$958.00</u>
<b>Communication - Mediation Team</b>							
<u>B Gleason</u>							
Tues	11/9/2021	B Gleason	Communication - Mediation Team	0.40	0.40	\$286.00	
			Review new [REDACTED] from [REDACTED]				
			[REDACTED] re [REDACTED].				
Wed	11/10/2021	B Gleason	Communication - Mediation Team	0.80	0.80	\$572.00	
			Call with Judge Houser re update on [REDACTED].				
				<b>B Gleason Total:</b>	<u>1.20</u>	<u>1.20</u>	<u>\$858.00</u>
				<b>Communication - Mediation Team Total:</b>	<u>1.20</u>	<u>1.20</u>	<u>\$858.00</u>
<b>Communication - Phoenix Team</b>							
<u>B Gleason</u>							
Tues	11/16/2021	B Gleason	Communication - Phoenix Team	0.50	0.50	\$357.50	
			Call with E Lopez on pending outcome of [REDACTED] and [REDACTED].				
			[REDACTED]				
				<b>B Gleason Total:</b>	<u>0.50</u>	<u>0.50</u>	<u>\$357.50</u>
<u>E Lopez</u>							
Tues	11/16/2021	E Lopez	Communication - Phoenix Team	0.50	0.50	\$187.25	
			Call with B. Gleason on pending outcome of [REDACTED] and [REDACTED].				
			[REDACTED]				
				<b>E Lopez Total:</b>	<u>0.50</u>	<u>0.50</u>	<u>\$187.25</u>
				<b>Communication - Phoenix Team Total:</b>	<u>1.00</u>	<u>1.00</u>	<u>\$544.75</u>
				<b>Project Project March :I Total:</b>	<u>6.60</u>	<u>6.60</u>	<u>\$2,360.75</u>

**Phoenix Management**

110 Commons Court

Chadds Ford, PA 19317-9716

Tel: 610-358-4700 Fax: 610-358-9377

Printed on: 12/1/2021

Page 2 of 2

## Filters Used:

- Time Entry Date: 11/1/2021 to 11/28/2021
- Project ID: Project March :I to Project March :I

\* = Invoiced (mouse over for #), = Marked as Billed, = Non-Billable, = Xtra**Project ID - Name (Manager): Project March :I - Mediation Team for PR: Project March: I (Michael Jacoby)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
			Grand Total:	<u><u>6.60</u></u>	<u><u>6.60</u></u>	<u><u>\$2,360.75</u></u>	

**Phoenix Management**

110 Commons Court  
 Chadds Ford, PA 19317-9716  
 Tel: 610-358-4700 Fax: 610-358-9377

Printed on: 12/1/2021  
 Page 1 of 1

## Filters Used:

- Time Entry Date: 11/1/2021 to 11/28/2021
- Project ID: PREPA I to PREPA I

\* = Invoiced (mouse over for #), = Marked as Billed, = Non-Billable, = Xtra

**Project ID - Name (Manager): PREPA I - Mediation Team for PR: PREPA I (Michael Jacoby)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
<i>Mediation Sessions - Prep/Attend/Follow up</i>							
<i>E Lopez</i>							
Fri	11/5/2021	E Lopez	Mediation Sessions - Prep/Attend/Follow up  Bi-weekly [REDACTED]s call with Judge Houser and [REDACTED] to review [REDACTED] status for the [REDACTED], and [REDACTED] [REDACTED] with [REDACTED].	0.30	0.30	\$112.35	
				<b>E Lopez Total:</b>	<u>0.30</u>	<u>0.30</u>	<u>\$112.35</u>
				<b>Mediation Sessions - Prep/Attend/Follow up Total:</b>	<u>0.30</u>	<u>0.30</u>	<u>\$112.35</u>
				<b>Project PREPA I: Total:</b>	<u>0.30</u>	<u>0.30</u>	<u>\$112.35</u>
				<b>Grand Total:</b>	<u>0.30</u>	<u>0.30</u>	<u>\$112.35</u>

**Phoenix Management**

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 Page 1 of 1

## Filters Used:

- Time Entry Date: 11/29/2021 to 12/31/2021
- Project ID: PREPA I to PREPA I

\* = Invoiced (mouse over for #), = Marked as Billed, = Non-Billable, = Xtra

**Project ID - Name (Manager): PREPA I - Mediation Team for PR: PREPA I (Michael Jacoby)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
<i>Communication - Parties in Interest</i>							
<i>B Gleason</i>							
Fri	12/17/2021	B Gleason	Communication - Parties in Interest	0.80	0.80	\$572.00	
			Lead [REDACTED] conference call for Judge Houser				
			<b>B Gleason Total:</b>	<b>0.80</b>	<b>0.80</b>	<b>\$572.00</b>	
			<b>Communication - Parties in Interest Total:</b>	<b>0.80</b>	<b>0.80</b>	<b>\$572.00</b>	
			<b>Project PREPA I: Total:</b>	<b>0.80</b>	<b>0.80</b>	<b>\$572.00</b>	
			<b>Grand Total:</b>	<b>0.80</b>	<b>0.80</b>	<b>\$572.00</b>	

**Phoenix Management**

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Printed on: 2/3/2022  
 Page 1 of 1

## Filters Used:

- Time Entry Date: 1/1/2022 to 1/30/2022
- Project ID: Project March :I to Project March :I

\* = Invoiced (mouse over for #), = Marked as Billed, = Non-Billable, = Xtra

**Project ID - Name (Manager): Project March :I - Mediation Team for PR: Project March: I (Michael Jacoby)**

Day	Date	Employee	Description	Hrs	B-Hrs	Amount	*
<b>Administration - Fee Application</b>							
<u>S Miller</u>							
Thur	1/20/2022	S Miller	Administration - Fee Application	1.20	1.20	\$201.60	
			Prepare 14th fee application				
Fri	1/21/2022	S Miller	Administration - Fee Application	1.80	1.80	\$302.40	
			Prepare 14th fee application				
Wed	1/26/2022	S Miller	Administration - Fee Application	1.60	1.60	\$268.80	
			Prepare 14th fee application				
Wed	1/26/2022	S Miller	Administration - Fee Application	1.00	1.00	\$168.00	
			Begin drafting cover letter and table for final fee application per memo from [REDACTED]				
Thur	1/27/2022	S Miller	Administration - Fee Application	0.60	0.60	\$100.80	
			Preparing 14th fee application				
Thur	1/27/2022	S Miller	Administration - Fee Application	0.90	0.90	\$151.20	
			Compiling historical data for final fee application and entering into fee app table				
				<b>S Miller Total:</b>	<u>7.10</u>	<u>7.10</u>	<u>\$1,192.80</u>
				<b>Administration - Fee Application Total:</b>	<u>7.10</u>	<u>7.10</u>	<u>\$1,192.80</u>

**Communication - Mediation Team**

<u>B Gleason</u>							
Wed	1/5/2022	B Gleason	Communication - Mediation Team	0.60	0.60	\$429.00	
<b>Update call with Judge Houser re [REDACTED].</b>							
<b>B Gleason Total:</b>							
<u>0.60</u>							
<b>Communication - Mediation Team Total:</b>							
<u>0.60</u>							
<b>Project Project March :I Total:</b>							
<u>7.70</u>							
<b>Grand Total:</b>							
<u>7.70</u>							
<u>\$1,621.80</u>							

**Exhibit F**

Proposed Order Approving the Fourteenth Application of Phoenix Management Services, LLC, Financial Advisor to the Mediation Team, For Allowance of Compensation For Services Rendered and Reimbursement of Expenses Incurred For the Period October 4, 2021 through January 30, 2022

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

-----X

In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*, (Jointly Administered)

Debtors.<sup>1</sup>

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**ORDER APPROVING THE FOURTEENTH  
APPLICATION OF PHOENIX  
MANAGEMENT SERVICES, LLC, FINANCIAL ADVISOR TO  
THE MEDIATION TEAM, FOR ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED  
FOR THE PERIOD OCTOBER 4, 2021 THROUGH JANUARY 30, 2022**

Upon the application (the “Application”)<sup>2</sup> of Phoenix Management Services, LLC (“Phoenix”), as financial advisor to the Mediation Team appointed on June 23, 2017 in the above-captioned title III cases, seeking, pursuant to (a) PROMESA sections 316 and 317, (b) Rule 2016 of the Federal Rules of Bankruptcy Procedure, (c) Local Rule 2016-1, (d) this Court’s *Third Amended Order Setting Procedures for Interim Compensation of Professionals* [ECF No. 20546], an allowance of compensation for professional services rendered by Phoenix for the period commencing October 4, 2021 through January 30, 2022 in the amount of **\$5,819.30** incurred during the Fourteenth Interim Period; and, this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore,

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

<sup>2</sup>Capitalized terms not defined in this order will have the meanings ascribed to them in the Application.

it is hereby **ORDERED** that:

1. The Application is APPROVED as set forth herein.
2. Compensation to Phoenix for professional services rendered during the Fourteenth Interim Period is allowed in the amount of **\$5,819.30**.
3. The Debtor is authorized to pay Phoenix all fees allowed pursuant to this Order, including those that were previously held back pursuant to the Third Amended Interim Compensation Order, less any amounts previously paid for such fees under the terms of the Third Amended Interim Compensation Order.
4. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

Dated: \_\_\_\_\_, 2022

San Juan, Puerto Rico

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Honorable Laura Taylor Swain  
United States District Judge